

Board of Governors of the Federal Reserve System 2014 FEB -4 A 10: 58



STATISTICS & ANALYSIS
DEPARTMENT

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, Martha R. Clarke

Reporter's Name, Street, and Mailing Address

First & Peoples Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

PO Box AB

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Russell KY 41169

City State Zip Code

1001 Diederich Blvd., Russell, KY 41169

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Robert R. Sorrell Vice President

Name Title

606 833 5902

Area Code / Phone Number / Extension

6068360338

Area Code / FAX Number

rrsorrell@firstandpeoplesbank.com

E-mail Address

Signature of Holding Company Director and Official

Martha R. Clarke

Address (URL) for the Holding Company's web page

Date of Signature 1-29-2014

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1363935
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Annual Report of Bank Holding Companies - FR Y-6

First & Peoples Bancshares, Inc.

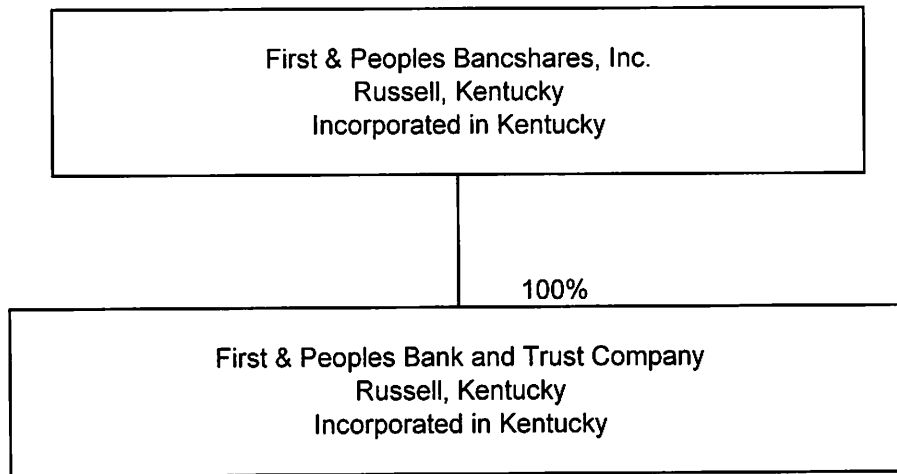
Russell, Kentucky

Fiscal Year Ending December 31, 2013

Report Item

1 Annual Report to Shareholders to be sent under separate cover.

2a Organizational Chart



2b Domestic Branch Listing submitted by email on January 29, 2013.

Annual Report of Bank Holding Companies - FR Y-6
 First & Peoples Bancshares, Inc.
 Russell, Kentucky
 Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13.

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/13.

<u>(1)(a) Name / City / State</u>	<u>(1)(b) Country of Citizenship</u>	<u>(1)(c) Number and Percent of each class of voting stock</u>	<u>(2)(a) Name / City / State</u>	<u>(2)(b) Country of Citizenship</u>	<u>(2)(c) Number and Percent of each class of voting stock</u>
Martha R. Clarke Ashland, Kentucky	USA	6,031 - 36.68% Common Stock	N/A	N/A	N/A
William J. Bentley South Shore, Kentucky	USA	952 - 5.79% Common Stock			
Frank H. Warnock Ashland, Kentucky	USA	937 - 5.70% Common Stock			

Annual Report of Bank Holding Companies - FR Y-6
 First & Peoples Bancshares, Inc.
 Russell, Kentucky
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(4)(c)

List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names and % of voting securities)

(1) Name / City / State	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title / Position with Bank Holding Co.	(3)(b) Title / Position with Subsidiaries (Subsidiary Name)	(3)(c) Title / Position with other businesses (Business Names)	(4)(a) Percentage of voting shares in Bank Holding Co.	(4)(b) Percentage of voting shares in Subsidiaries (Subsidiary Name)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names and % of voting securities)
Martha R. Clarke Ashland, Kentucky	N/A	Director, President	Chairman, Director and President (First & Peoples Bank and Trust Co.)	Director (Bellefonte Memorial Gardens, Inc.)	36.68%	N/A	N/A
Wm. Buffin Clarke Russell, Kentucky	N/A	Director, Vice President, Treasurer	Director and Vice President & Cashier (First & Peoples Bank and Trust Co.)	N/A	1.11%	N/A	N/A
Frank H. Warnock Ashland, Kentucky	Attorney	Director, Secretary	Director (First & Peoples Bank and Trust Co.)	Partner (Warnock & Warnock, LLP)	5.70%	N/A	Warnock & Warnock, LLP (50%)
				Director & Secretary (Sanlea, Inc.)			Sanlea (50%)
				Director & Secretary (Greenup County Broadcasting, Inc.)			
				Director & Secretary (Hometown Broadcasting of Portsmouth, Inc.)			
				Secretary (Bellefonte Land, Inc.)			
				Director (Siloam Land, Inc.)			
				Director & Secretary (Hometown Broadcasting of Portsmouth #2, Inc.)			

Annual Report of Bank Holding Companies - FR Y-6
 First & Peoples Bancshares, Inc.
 Russell, Kentucky
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) <u>Name / City / State</u>	(2) <u>Principal Occupation if other than with Bank Holding Co.</u>	(3)(a) <u>Title / Position with Bank Holding Co.</u>	(3)(b) <u>Title / Position with Subsidiaries (Subsidiary Name)</u>	(3)(c) <u>Title / Position with other businesses (Business Names)</u>	(4)(a) <u>Percentage of voting shares in Bank Holding Co.</u>	(4)(b) <u>Percentage of voting shares in Subsidiaries (Subsidiary Name)</u>	(4)(c) <u>List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names and % of voting securities)</u>
James R. Osman South Shore, KY	Funeral Director	Director	Director (First & Peoples Bank and Trust Co.)	N/A	3.09%	N/A	N/A
William J. Bentley South Shore, KY	Pharmacist	Director	Director (First & Peoples Bank and Trust Co.)	President (McDonald Pharmacy, Inc.)	5.79%	N/A	McDonald Pharmacy, Inc. (100%)
David R. Stultz Greenup, Kentucky	N/A	Director	Director (First & Peoples Bank and Trust Co.)	N/A	0.18%	N/A	N/A
Matthew J. Warnock Ashland, Kentucky	Attorney	Director	Director (First & Peoples Bank and Trust Co.)	Partner (Warnock & Warnock, LLP)	0.03%	N/A	Warnock & Warnock, LLP (50%)
				Member (Crimson Cross, LLC)			Crimson Cross, LLC (50%)

Results: A list of branches for your depository institution: FIRST & PEOPLES BANK AND TRUST COMPANY (ID_RSSD: 391418).
 This depository institution is held by FIRST & PEOPLES BANCSHARES, INC. (1363935) of RUSSELL, KY.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
 Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
 To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	391418	FIRST & PEOPLES BANK AND TRUST COMPANY	1001 DIEDERICH	RUSSELL	KY	41169	GREENUP	UNITED STATES	5171	0	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	471516	ASHLAND PLAZA BRANCH	418 RUSSELL ROAD	ASHLAND	KY	41101	GREENUP	UNITED STATES	217959	4	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	242211	FLATWOODS BRANCH	1903 ARGILLITE ROAD	FLATWOODS	KY	41139	GREENUP	UNITED STATES	217956	1	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	513715	GREENUP BRANCH	401 MAIN ST	GREENUP	KY	41144	GREENUP	UNITED STATES	217957	2	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	329112	FERRY STREET BRANCH	400 FERRY ST	RUSSELL	KY	41169	GREENUP	UNITED STATES	217960	5	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
CHANGE		Full Service	241719	SOUTH SHORE BRANCH	435 MAIN STREET	SOUTH SHORE	KY	41175	GREENUP	UNITED STATES	217958	3	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	